

# **Exhibit A-5**

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION

SECURITIES AND EXCHANGE )  
COMMISSION, )

Plaintiff, )

-against- )

ROBERT J. MUELLER, )  
DEEPROOT FUNDS, LLC )  
(a/k/a dprt Funds, )  
LLC), AND POLICY )  
SERVICES, INC., )

Defendants. )

-and- )

CIVIL ACTION NO.  
5:21-cv-785-XR

DEEPROOT TECH LLC, )  
DEEPROOT PINBALL LLC, )  
DEEPROOT STUDIOS LLC, )  
DEEPROOT SPORTS & )  
ENTERTAINMENT LLC, )  
DEEPROOT RE 12621 )  
SILICON DR LLC, AND )  
ROBERT J. MUELLER, )  
JEFFREY L. MUELLER, AND )  
BELINDA G. BREEN, AS )  
CO-TRUSTEES OF THE MB )  
HALE OHANA REVOCABLE )  
TRUST, )

Relief Defendants. )

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REMOTE ORAL AND VIDEOTAPED DEPOSITION OF  
CRAIG RUSHFORTH  
JUNE 16, 2023

\*\*\*\*\*

1           ORAL DEPOSITION of CRAIG RUSHFORTH, produced  
2 as a witness at the instance of the Defendants, and  
3 duly sworn, was taken in the above-styled and numbered  
4 cause on June 16, 2023, from 9:33 a.m. to 3:13 p.m.,  
5 before Heather L. Garza, CSR, RPR, in and for the  
6 State of Texas, recorded by machine shorthand, at the  
7 offices of HEATHER L. GARZA, CSR, RPR, The Woodlands,  
8 Texas, pursuant to the Federal Rules of Civil  
9 Procedure and the provisions stated on the record or  
10 attached hereto; signature having been waived.  
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25

1           **Q.     So what did you do immediately after leaving**  
2 **FBD?**

3           A.     So I -- I looked for work is what I did. My  
4 next job was with -- with -- at Deeproot.

5           **Q.     We'll talk about that in more detail, but**  
6 **tell me how you got to meet Robert Mueller?**

7           A.     I've known him from a personal standpoint  
8 through our church.

9           **Q.     Is that -- did you meet him here in San**  
10 **Antonio?**

11          A.     Yes.

12          **Q.     We'll go through the details in a bit, but**  
13 **did Mr. Mueller recruit you into joining Deeproot?**

14          A.     Essentially, yes.

15          **Q.     Okay. And -- and which entity did you join?**

16          A.     Deeproot Tech had not started yet, so I  
17 believe my paychecks came through Deeproot Capital, I  
18 believe.

19          **Q.     So about what time did you join the Deeproot**  
20 **family of companies?**

21          A.     Approximately in October.

22          **Q.     Of 2016?**

23          A.     Of 2016, yeah.

24          **Q.     Okay. And -- and how long -- we'll go --**  
25 **like I said, we'll go through that in detail, but how**

1 mechanical engineer or just lead mechanical engineer.  
2 But in a company like that, titles are just  
3 placeholders.

4 **Q. And what was your salary? Sorry.**

5 A. That's okay. I'm trying to remember. I  
6 believe it was just under a hundred thousand or right  
7 around there. It's been a while, so I don't recall  
8 exactly.

9 **Q. All right. So when you started at Deeproot,**  
10 **what was the -- let's take the first six months. What**  
11 **did you do for the first six months while you were at**  
12 **Deeproot?**

13 A. So first six months. So a couple -- the  
14 first things we did was identify what was some of the  
15 critical path items, what was going to take the  
16 longest to design, what were the most important. So  
17 we did a lot of research into the -- the pinball, what  
18 are the complaints out there, what are people  
19 struggling with, as we were trying to say how do we  
20 make this better so anybody can use them and want  
21 them, part of that was what are people struggling  
22 with. So we identify the -- the design and then what  
23 were the important critical items that we wanted to  
24 release.

25 **Q. All right. So let's break that down. What**

1     **did you do to conduct this research? What did you**  
2     **look at?**

3           A.     So there are a lot of Pinball Websites that  
4     discuss that, and a lot of that is talking to, you  
5     know -- Robert is a big pinball -- was a big pinball  
6     player so he had some personal struggles that we  
7     incorporated in that, and the other thing was going on  
8     -- on some of the forums and looking at the struggles  
9     and equipment and machines and what are the big  
10    complaints that everybody had out there on -- as a  
11    general equipment type thing, what are people asking  
12    for help on that they're struggling with on the  
13    equipment. So there was that type of research. And  
14    then looking at styles, what are the styles of  
15    equipment people like playing, you know, what type of  
16    game because there's different styles of game and  
17    things like that. So those are some of the things  
18    that we looked at. And then, also, just what are the  
19    basic componentry that we're going need and things  
20    like that. So it's difficult to say in six months.  
21    I'm trying to remember. There were just a lot of  
22    things going on in that first period where we were  
23    trying to get things up. Some of the things was  
24    starting to develop the electronics behind the  
25    equipment. Some of it was -- a big component was

1 looking at playfield materials and coatings and so  
2 there was a lot of activity around that and then  
3 talking to suppliers and getting some of the project  
4 started as far as the big key ones that we wanted.

5 **Q. Did you ever get a physical pinball machine**  
6 **from another provider and deconstruct it?**

7 A. Yeah. We looked at -- yeah. That's one of  
8 the things we looked at design is how did they do it,  
9 what did they do, why did they do it, and those are  
10 some of the keys. Sometimes you look at it and say,  
11 well, why did they do that. So that's -- those are  
12 some of the things that we looked at.

13 **Q. And what -- in doing this research, what did**  
14 **you identify as the complaints that consumers had**  
15 **about pinball machines?**

16 A. So one of the complaints is difficulty in  
17 servicing. A huge one is the playfield surface  
18 getting damages, and I think those are some of the --  
19 the big two that get brought up most often.

20 **Q. All right. So what do you mean by difficulty**  
21 **in servicing?**

22 A. So some of the things that are difficult is  
23 you'll hear quotes like you almost need an electrical  
24 engineering degree to work on these things. You have  
25 to sod or things are hard to get at, you know, can you

1 -- can you follow -- so you have a wire connected to  
2 something, is it the right wire that I'm looking at.  
3 So those type of things. It's just -- it's difficult  
4 to follow. It's difficult to trace. It's difficult  
5 to diagnose, and it's difficult to work on.

6 **Q. And what do you mean by, "Playfields damage"?**

7 A. So it's a steel ball on a wooden-coated  
8 playfield. Especially that was one of the complaints  
9 you saw a lot is that -- that they'd get divots, lots  
10 and lots of divots or things chipping on that surface,  
11 so now you have a ruddy playfield.

12 **Q. And you mentioned that part of the idea**  
13 **behind what Deeproot pinball -- let me rephrase.**

14 **Part of the goal at Deeproot pinball was to**  
15 **make machines that anybody can use. What do you mean**  
16 **by that?**

17 A. So it's the soccer mom principle. Can we get  
18 the soccer mom to go in there and make it not be scary  
19 to open, to clean, to lift, to disconnect , to unscrew  
20 something. Can we make this platform something that's  
21 less intimidating to somebody.

22 **Q. Does that mean that pinball machines were too**  
23 **much of a niche product?**

24 A. Can you rephrase that?

25 **Q. Yeah. Sure. So in your research, did it**



1 appear to you that pinball machines were targeted to  
2 too narrow a market?

3 A. I don't know if it's targeted or -- I would  
4 say it's overwhelming to some to think about, well, I  
5 haven't worked on that so things are breaking all the  
6 time, then that backs something that somebody won't  
7 want to work on, and I don't want it in my home  
8 because it's just going to break, I'm going to have to  
9 deal with it. I don't know if that clearly answers  
10 the question you're asking.

11 Q. I understand. Let me ask you about market  
12 research. Did you do any market research as to -- let  
13 me rephrase.

14 Did you do any research as to the potential  
15 market for the sale of pinball machines?

16 A. From a personal standpoint, yeah. When I say  
17 is this a viable thing, from a professional  
18 standpoint, Robert had done a lot of that, you know,  
19 what's the market, what -- you know, how big is the  
20 market and things like that, Robert had done a lot of  
21 that. But from a personal standpoint, I had looked  
22 and say what's out there, and as you got more and more  
23 into it, you see that it's a bigger market than you  
24 anticipate.

25 Q. So tell me about the market research that

1 Robert Mueller had done.

2 MR. DIVINE: Objection.

3 MR. HULINGS: Basis?

4 MR. DIVINE: You're asking him to  
5 speculate.

6 MR. HULINGS: That's fair.

7 Q. (BY MR. HULINGS) Were you -- did you become  
8 aware of the market research that Robert Mueller had  
9 conducted about Pinball?

10 A. I know -- yes. I -- but I couldn't answer to  
11 -- to a lot of specifics. I could know -- I remember  
12 talking about what the market -- we talked about  
13 market numbers. We talked about -- that it's not just  
14 U.S., it's overseas, what's the -- you know, where is  
15 the growing -- growing locations, things like that,  
16 but to -- to deep specifics, I couldn't answer right  
17 now.

18 Q. Do you recall reviewing any spreadsheets that  
19 he'd prepared?

20 A. I --

21 Q. Or other documents?

22 A. I don't off the top of my head.

23 Q. Okay.

24 A. I've seen so many documents. I -- I  
25 appreciate your patience.

1           **Q.     Okay.**

2           **A.     I don't want to mislead.**

3           **Q.     No, no problem. So during this initial phase**  
4 **where you're conducting research into pinball machines**  
5 **and the pinball mystery, who were you doing this**  
6 **research with?**

7           **A.     A lot of it was just me and then Robert was**  
8 **-- was doing stuff on the side. So myself and Robert**  
9 **were kind of the two at the time when we first**  
10 **started.**

11          **Q.     When you say, "Robert was doing stuff on the**  
12 **side," what's "stuff"?**

13          **A.     Well, meaning he was -- he would -- I was --**  
14 **how do I say this? I was involved in looking at, you**  
15 **know, equipment and -- and -- and that aspect of it.**  
16 **Robert and I would talk about those things, as well as**  
17 **things he knew about, that's why I can't speak to**  
18 **specifically, and it was seven years ago now, so I**  
19 **don't recall all the specific conversations from back**  
20 **then, but there was a lot of conversations about, you**  
21 **know, where do we go, what have you found, and things**  
22 **like that. So there's a lot of conversations at the**  
23 **beginning looking at the vision and direction.**

24          **Q.     And the vision that you mentioned that you're**  
25 **just referring to is the -- the vision of making**

1 pinball more accessible to a wider number of  
2 consumers?

3 A. Pinball for the masses.

4 Q. Okay. Did you agree with that vision?

5 A. I think it's phenomenal. I loved it.

6 Q. And were you excited about pursuing it while  
7 you were there?

8 A. I was.

9 Q. And tell me why.

10 A. It -- well, lots of reasons. One, as an  
11 engineer, it is so fun to design and develop; two,  
12 there is something about pinball machines. When you  
13 put them in front of people, we go to these -- these  
14 shows and things like that, there's just a connection  
15 to that, so -- and then there's the long-term for me  
16 -- there's just a lot of reasons. It's a good  
17 product. When I go into a job and the things -- one  
18 of the things I look for on a job is can I be proud of  
19 this product? Can I look at it, and one of the things  
20 is when we looked at the platforms and we looked at  
21 the types of games, we wanted to bring games to  
22 people's houses that could go to anybody's houses.  
23 You know, what are the license -- you know, what is  
24 the game theme? We wanted themes that were family  
25 friendly. And so when you look at that -- and so

1 that's -- that's -- I apologize. It seems like a  
2 really broad question to me because there are so many  
3 things from just enjoying the project to being proud  
4 of the product to enjoying watching people interact  
5 with something you're working on that brings pride in  
6 you, and then the final piece of the puzzle is if --  
7 when -- when we make this a successful endeavor that  
8 allows you to do more that you can do. You have a  
9 team that can do more with this now. You have  
10 technology. So we can do more. And then as you  
11 become successful, there's the, you know,  
12 incorporations as humanitarians. That's just my  
13 personal. There's things you can do in the community.  
14 There's things you can do nice. So you can take a  
15 success and spread success and do good for the world.  
16 So that's where I saw Deeproot is saying we could do  
17 this good thing and then it can grow and do more good  
18 things and we can keep doing more and more, not just  
19 good products, but do more good in the world.

20 **Q. So let me ask this the right way. Is a**  
21 **pinball machine a simple machine to build?**

22 A. I think that's -- can you --

23 **Q. Yeah. Let me --**

24 A. What do you mean by, "Simple to build"?

25 **Q. Yeah. So is it fair to say that pinball**

1           A.    I don't remember. There's always some --  
2           there was some -- there was some financial  
3           implications to payroll and stuff that people left  
4           during -- I can't remember the specific times.

5           **Q.    Okay. We'll get to that. So the launch, did**  
6           **RAZA -- was RAZA launched in March of 2020?**

7           A.    No, not that I recall.

8           **Q.    And did the coronavirus pandemic have**  
9           **anything to do with the delay of the launch?**

10          A.    Yes.

11          **Q.    When the coronavirus pandemic occurred, did**  
12          **Deeproot go through lock downs?**

13          A.    Yes. We had to shut the facility down.

14          **Q.    For about how long was that facility shut**  
15          **down?**

16          A.    It was shut down for several months.

17          **Q.    Okay.**

18          A.    From full production, yeah.

19          **Q.    The employees went home?**

20          A.    Yes.

21          **Q.    And so the work on development of the RAZA**  
22          **being effectively -- let me rephrase.**

23                   Did work on the RAZA game effectively stop at  
24                   the beginning of the pandemic?

25          A.    There was some small work that we could have

1 some engineers do remotely, but it was various small  
2 amount, and you couldn't get in and test anything so  
3 effectively it really put brakes on them.

4 **Q. And in 2020, were there financial problems at**  
5 **Deeproot?**

6 A. Yes.

7 **Q. And how did you experience those financial**  
8 **problems?**

9 A. Personally, I -- there was a period where I  
10 was not having a paycheck because -- and so that's my  
11 personal --

12 **Q. Did you have to let any employees go?**

13 A. We had -- I can't remember the time. We did  
14 at one point have to let employees go. I can't  
15 remember the timing, but, yes, we did due to  
16 financial.

17 **Q. Did other employees leave for financial**  
18 **reasons?**

19 A. Yes.

20 **Q. Did the staff departures impact the**  
21 **development of the game?**

22 A. Yes.

23 **Q. In what way?**

24 A. They -- any time somebody leaves, and  
25 specifically here, and I can't remember specifically

1 all who, but there's things that they've been working  
2 on that delays you. Now, you have to have the next  
3 person get brought up to speed on where they were so  
4 you lose not only the time of somebody not developing  
5 but also the ramp-up speed to get the next person on  
6 -- on track.

7 **Q. And despite those delays, was there an**  
8 **attempt to launch RAZA in approximately September of**  
9 **2020?**

10 A. Yes. We -- we were -- we were -- we were  
11 striving to -- to get launch out as quickly as we  
12 could.

13 **Q. All right. And, also, during the 2020 time**  
14 **frame, did the Deeproot Tech begin to experience**  
15 **difficulty acquiring -- acquiring parts?**

16 A. Yes. The supply chain, you -- you asked  
17 about COVID. That was one of the things that we saw  
18 is supply chain became more difficult.

19 **Q. And how many of your parts came from**  
20 **overseas? Let me rephrase. Did you have parts --**

21 A. Yes.

22 **Q. -- that were sourced from outside of the**  
23 **United States?**

24 A. Yes. Specific large items were power  
25 supplies and screens and things like that.



1           Q.    And were there delays in securing those parts  
2    --

3           A.    Yes.

4           Q.    -- in the 2020 time frame?

5           A.    Yes. And I will follow up that even with the  
6    extended lead time, some of those parts came out even  
7    later than they were promised on top of that.

8           Q.    Okay. And that -- those delays, it took  
9    longer than it used to prior to the pandemic? Let me  
10   rephrase. During the pandemic, it took a longer  
11   period of time to get those parts to Deeproot Pinball  
12   than it did before the pandemic?

13          A.    Yes.

14                   MR. DIVINE: Object to the form of the  
15   question.

16                   THE WITNESS: Sorry, Charlie.

17          Q.    (BY MR. HULINGS) Go ahead. You can answer.

18          A.    Yes.

19          Q.    And did that -- did those supply chain  
20   problems further delay the development and launch of  
21   Pinball?

22          A.    Yes.

23          Q.    Okay. Despite those problems, did Deeproot  
24   Pinball still attempt to launch the RAZA game in  
25   September of 2020?

1 to form. You've got to give me a little more than  
2 that so I can fix the question. Object in what way?

3 **MR. DIVINE:** Sure. It's -- it's -- it's  
4 vague, and I think you inserted facts not in evidence.  
5 I think he said he was not involved with customers.

6 **MR. HULINGS:** Okay. I don't know that I  
7 agree, but I'll address it anyway.

8 **Q. (BY MR. HULINGS)** All right. So did Deeproot  
9 enter into agreements to sell RAZA machines to end  
10 users of the machines?

11 A. Yes.

12 **Q.** Did Deeproot also enter into agreements to  
13 sell the RAZA machines to distributors who would then  
14 resell the machines to end users?

15 A. Yes.

16 **Q.** All right. Let me show you what I marked as  
17 Exhibit 80.

18 (Exhibit No. 80 was marked.)

19 **Q. (BY MR. HULINGS)** Okay. Do you see this  
20 document?

21 A. Yes.

22 **Q.** This is Bates No. SEC-DEEPROOT-E-008342. Do  
23 you recognize the form of this document?

24 A. I don't remember seeing this document.

25 **Q.** Okay.

1       **says, "Deposit Required." Do you see that?**

2           A.     Yes.

3           **Q.     So as part of the order process, did Deeproot**  
4       **Tech require that a purchaser put down a deposit?**

5           A.     Yes.

6           **Q.     And do you know, were -- were those deposits**  
7       **paid to Deeproot Tech?**

8           A.     I don't know which entity received the  
9       payment, but Deeproot did -- would be receiving those.  
10      I don't know which entity the -- the money was put to.

11          **Q.     So about how many of these -- how many orders**  
12       **or purchase of the RAZA machines did the Deeproot Tech**  
13       **receive in late 2020?**

14          A.     My recollection was around 125 actual orders.

15          **Q.     And -- and what was the price -- the range of**  
16       **prices at which those machines were -- were sold?**

17          A.     So around this price, around the 6,000 to  
18       around 9 to 10,000.

19          **Q.     Okay. All right. I'm going to show you what**  
20       **has been marked -- what I've marked as Exhibit 81.**

21                        **(Exhibit No. 81 was marked.)**

22          **Q.     (BY MR. HULINGS) Do you recognize this**  
23       **document?**

24          A.     I'd have to see more on it to --

25          **Q.     This is a -- I'm using the colored version.**

1 A. No.

2 Q. And so Deeproot Tech had to build the  
3 machines that had been ordered?

4 A. Yes.

5 Q. And did Deeproot Tech continue to have  
6 problems with acquiring parts in a timely manner  
7 during this time frame?

8 A. Yes.

9 Q. And did that further delay the completion of  
10 these machines?

11 A. Yes.

12 Q. And how -- by, let's say, June 2021, how many  
13 machines did you have completed for sale?

14 A. Ready for sale, I don't -- we didn't have any  
15 completed built.

16 Q. And why were they not yet completed?

17 A. We were waiting on parts.

18 Q. And how much longer -- how -- how much more  
19 time do you think you needed in order to complete the  
20 production of the RAZA machines that had been ordered?

21 A. For a complete -- for first order or --

22 Q. Yes.

23 A. -- for all of them?

24 Q. First order.

25 A. First order, a few months for parts. I mean,

1 really, it was down to parts, getting parts in the  
2 facility.

3 Q. So let's put a date on it. A few months. Do  
4 you think August -- August/September of 2021 that you  
5 could have been ready to ship pinball machines to  
6 customers?

7 A. I believe so, yes.

8 Q. And were there additional plans -- are there  
9 -- were there plans at the time to finish the  
10 production and development of other machines, other  
11 than RAZA? Let me rephrase that question.

12 So the first machine that Deeproot Tech had  
13 ready to sell was RAZA, correct?

14 A. Yes.

15 Q. Were there other games that were under  
16 development by Deeproot Tech at the same time?

17 A. Yes.

18 Q. And what was the game that was ready to be  
19 sold after RAZA?

20 MR. DIVINE: Object to the form of the  
21 question. Again, you're exhibiting evidence that's  
22 not there.

23 MR. HULINGS: Well, I'm asking him the  
24 question about the evidence.

25 Q. (BY MR. HULINGS) So was there --

1           A.     So that is a materials-only cost. What does  
2     it cost to get all the parts in.

3           **Q.     And so what's the line -- the line below that**  
4     **says, "Disposables, materials, waste 20 percent of**  
5     **BOM." What does that mean?**

6           A.     So that's an assumptive thing you say when  
7     you're manufacturing. You're going to have waste, and  
8     you're going to have scrap, so very generous number he  
9     put here was 20 percent of the material cost saying,  
10    hey, we're going to mess some stuff up and it's going  
11    to cost us money, so that was at 20 percent.

12          **Q.     The next line down says, "Shipping/bad inv,**  
13     **10 percent of the BOM," do you see that?**

14          A.     Uh-huh.

15          **Q.     What does that mean?**

16          A.     My understanding is that -- you have bad  
17    parts and shipping, but -- I'm not specific on that,  
18    but my understanding is -- is based on my -- my  
19    knowledge is that, you know, that's just accounting  
20    for, Hey, we have damage. We ship out. There's  
21    damage. There you go.

22          **Q.     Okay.**

23          A.     But we got to recuperate that cost, as well.

24          **Q.     So if you go all the way to the right,**  
25     **under "sales" -- under, "total sales," you**

1 see "Projected total sales," it's total 27 million and  
2 change. Do you see that?

3 A. Total -- total -- okay. Thanks for  
4 highlighting it.

5 Q. Sure.

6 A. Oh, it's behind you. Hold on. I've got to  
7 move you. Yes, I see that now. Sorry. We were all  
8 standing on that column.

9 Q. Yeah. So that's -- that is the total sales  
10 -- total revenue to -- well, let me avoid accounting  
11 phrases. The total amount of money that was expected  
12 to be incoming to Deeproot Pinball from the sales of  
13 these machines for the time period of indicated on the  
14 spreadsheet; is that right?

15 A. Yes.

16 Q. And under, a little further down, "Total cost  
17 of goods sold." Do you see that?

18 A. Yes.

19 Q. And then to the far right, you've got the  
20 total cost of goods sold of approximately 22 million.  
21 Do you see that?

22 A. Yes.

23 Q. So is that the total -- cost of goods sold,  
24 is that -- what is cost of goods sold?

25 A. So cost of goods sold is how much did it take

1 understanding that this would have been a document  
2 discussed in May of 2021?

3 A. Yes.

4 Q. All right. So the next document, which I  
5 guess I should have broken into a separate document,  
6 has a -- a date on the top right. Do you see that?

7 A. Yes.

8 Q. Does this suggest to you that this document  
9 was discussed in July of 2021?

10 A. That it was created on July 2nd, that matches  
11 what he's done in other documents.

12 Q. And the projection is from August to July of  
13 -- August '21 to July of 2022?

14 A. Yes.

15 Q. Okay. And the revenue numbers that -- the  
16 sales -- total sales number in this projection is a  
17 little higher, if you go all the way to the right. Do  
18 you see that?

19 A. Yes.

20 Q. So 42 million for the year?

21 A. Yes. I see that.

22 Q. And the total cost of goods sold in this  
23 projection was -- this projection was 21 million. Do  
24 you see that?

25 A. Yes.



1 regularly reviewed with Mr. Mueller in the course of  
2 your budget meetings?

3 MR. DIVINE: Object to the form of the  
4 question in terms of budget meetings regular.

5 Q. (BY MR. HULINGS) Do you understand what the  
6 word regular means?

7 A. Yes.

8 Q. And do you understand we've previously  
9 discussed having budget meetings. You -- you  
10 participated in budget meetings with Mr. Mueller?

11 A. Yes.

12 Q. Is this the sort of document that you would  
13 discuss with him during those meetings?

14 A. Yes.

15 Q. And in the May to July, 2021, time frame?

16 A. Yes.

17 Q. All right. Okay. So we just discussed the  
18 plans to finish the construction of RAZA machines,  
19 discussed those today, correct?

20 A. Yes.

21 Q. And we also discussed plans to finish the  
22 development and manufacture and sale of other  
23 machines, including Food Truck and Goonies, correct?

24 A. Yes.

25 Q. And the plan at Deeproot was to finish these

1 projects we've just discussed in July 2021 and through  
2 the following year; is that right?

3 A. Yes.

4 Q. And did that happen?

5 A. No.

6 Q. Why not?

7 A. Several things. One was, you know, we  
8 continued having -- we had the supply chain. We had  
9 financial, and then at the end, the -- my  
10 understanding, SEC filing, and then at that point, we  
11 were done.

12 Q. Okay. So at what point did Mr. Mueller tell  
13 you that -- did Mr. Mueller tell you to stop working  
14 at some point?

15 A. I'm trying to remember the date he told me  
16 that it was done, done. We had to stop along the way.  
17 We had people stop working, and that was -- I'm trying  
18 to recall -- May or June. It was 2021. And then --  
19 then in October of -- my -- my recollection was  
20 October of that year, he called up and said it was  
21 over.

22 Q. And so in the May or June time frame where  
23 people had to stop working, was that because there was  
24 no money to pay them?

25 A. There was -- there wasn't. We -- we had no

1 money to pay, and -- and we were on hold is my  
2 understanding.

3 **Q. And when -- when was the -- was there a part**  
4 **where your paycheck stopped?**

5 A. Yes. My paycheck stopped when everybody's  
6 paycheck stopped.

7 **Q. Approximately, when was that?**

8 A. I want to say April/May, that same time  
9 period. It all stopped when the funding stopped.

10 **Q. In 2021?**

11 A. Yes.

12 **Q. And what happened to the -- how many**  
13 **employees at Deeproot Pinball were there right before**  
14 **the money stopped?**

15 A. We were in the 20 to 30. I don't remember  
16 the specific numbers. I could -- I could probably go  
17 back and count their names and get a number, but it  
18 was in that period range.

19 **Q. So when the -- when the -- when the money**  
20 **stopped, when the -- you stopped being able to pay**  
21 **employees, how many of them left and took other jobs?**

22 A. A lot of them were hopeful, but there --  
23 there was a handful that did have -- that -- that --  
24 that had to leave to take care of their family, but  
25 there was others that remained hopeful, and they were

1 trying to do side work, but majority of them -- I  
2 would say that the majority of them left for other  
3 jobs at that point.

4 **Q. So you said people were hopeful. What were**  
5 **they hopeful about?**

6 A. At some point, we could come back and finish  
7 this. There was a lot of passionate people that  
8 really wanted to see this to the end. They loved the  
9 project. They loved what we were doing. They were  
10 passionate for what we did.

11 **Q. And were you one of those people?**

12 A. I was.

13 **Q. And you said doing side projects. What did**  
14 **you mean by that?**

15 A. I was substitute teaching. I was -- I did  
16 potato harvest up here. Anything that I could do to  
17 get income. I apologize.

18 **Q. It's okay. Take your time.**

19 A. And we had to go out -- you know, we were  
20 furloughed and we had to go on unemployment and follow  
21 those rules so...

22 **Q. And is that -- sounds like -- was that a**  
23 **difficult period in your life?**

24 A. Yeah. It's hard to be so close, and it  
25 affects so many people. We wanted to repay all the

1 investors. They could have had more money for their  
2 retirement. That's what their dream is. Our dream  
3 was to launch this, to have this out here. It was --  
4 it was a great company to work for with a vision  
5 aligned with things -- the camaraderie, the people  
6 there at the end had been through that furnace and  
7 fire trying to get that, and to have it end like this  
8 was hard for everyone. So I apologize.

9 **Q. How long did you wait and do side jobs before**  
10 **you moved on permanently?**

11 A. So I didn't claim unemployment until, I  
12 believe, in August, so I was doing whatever I could up  
13 to that point. Once you claim unemployment in Idaho,  
14 you're required to apply and look actively for jobs so  
15 I started at that point, and I was thankful. I was  
16 doing a lot of work, and then in October, it was -- it  
17 was done.

18 **Q. Is that around the time the Deeproot entities**  
19 **filed for bankruptcy? Are you aware of that?**

20 A. I -- I believe so, my understanding. I can't  
21 remember the specific dates. I got all the letters  
22 and the ambulance chaser letters saying come join us  
23 and then a class-action suit made me angry because I  
24 know what we were trying to do.

25 **Q. Okay.**

1           A.     I apologize if that was offensive to anybody.

2           Q.     That's okay. I don't think anybody on this  
3 falls into that category. So throughout the time you  
4 worked at Deeproot, did you have any involvement with  
5 -- were you involved in communicating -- let me  
6 rephrase.

7                   Throughout your time with Deeproot, did you  
8 communicate directly with any of the investors?

9                   MR. DIVINE: Object to the form of the  
10 question in terms of "investors."

11           Q.     (BY MR. HULINGS) Are you aware that -- you  
12 mentioned earlier today that -- that some of the money  
13 that went into Pinball came from investors?

14           A.     Yes.

15           Q.     Did you -- were you involved in any way in  
16 communicating with those investors prior to their  
17 investments?

18           A.     I -- I think I need to quantify this. We had  
19 investors come through the facility that may ask  
20 questions about what we were doing, and I  
21 communicated, you know, that. And I don't know that  
22 they were invest- -- I don't think they were  
23 investors. No, I don't -- specific investors, I did  
24 not. I know that we had some people touring, and, you  
25 know, they were looking and they asked a question, but

1 was having with the life insurance business?

2 MR. HULINGS: I'm going to object  
3 to "problems" as vague.

4 Q. (BY MR. DIVINE) You can go ahead and answer.

5 A. I -- I -- I was going to object to the  
6 question. No, I wasn't going to object, but I was  
7 going to get a clarification, what do you mean  
8 by "problems"?

9 Q. Sure. And you're allowed to object to any  
10 question.

11 A. I was going to seek clarification.

12 Q. Yeah. And I should have said this at the  
13 beginning, and I apologize. At any time, if my  
14 question doesn't make sense to you, it's confusing, or  
15 you think you're going to have trouble understanding  
16 it, just let me know, and I'm happy to rephrase it for  
17 you.

18 A. Thank you.

19 Q. Did Mr. Mueller ever express to you any  
20 concerns he had about his life insurance business?

21 A. As to -- I think the biggest thing is he was  
22 -- the biggest things we ever heard were, Hey, I need  
23 to make sure I'm making my payments, I need to make  
24 sure -- so the problems were, you know, I have  
25 investments, and, you know -- not everything goes to

1 Pinball, and that's the extent, you know, I need to  
2 make this, I need to make that and so if -- if that  
3 makes sense as far as problems.

4 **Q. I'm going to ask you some follow-up questions**  
5 **about that. Those were concerns -- would you just say**  
6 **those were those concerns expressed by Mr. Mueller?**

7 A. Yeah. Mr. Mueller did -- did talk about, you  
8 know, having to make sure he made payments and stuff.  
9 I mean, I guess a lot of the -- the context to the  
10 answer to that question is some of these things is I  
11 understood he had different things, and when we're  
12 talking about, Hey, we need money for this or that,  
13 you know, that's a comment that, to me, says, Hey, I  
14 can't, you know, throw it all in one basket. I have  
15 things I have to -- I have other obligations.

16 **Q. Okay. So it sounds like, and I'm -- please**  
17 **correct me if I'm wrong. Sounds like maybe you've had**  
18 **conversations with Mr. Mueller where you expressed**  
19 **that the Deeproot Tech needed more money; is that**  
20 **right?**

21 A. I want to make sure I -- we were saying these  
22 are the next things coming up, so we were always -- we  
23 had a list of equipment that we needed, right. We  
24 said, okay, here's the hierarchy in order of equipment  
25 that we need, and you're looking at it saying so he



1 when you're talking budgetary, that's a financial  
2 conversation, when you're talking investment, that's a  
3 financial conversation. You know, we're waiting on --  
4 so we have -- we have some -- he would sometimes tell  
5 us he was expecting but at the end of the day, he  
6 would always caveat and say until the money is here,  
7 we don't have money. There was lots of discussions  
8 around financial and what specifically you're --  
9 you're looking at, I'm not sure.

10 **Q. Sure. So when -- when you're talking to**  
11 **Mr. Hulings, I thought that you said that there were**  
12 **financial concerns in May 2021. Maybe I got the**  
13 **terminology wrong.**

14 A. Correct.

15 **Q. In addition to supply chain issues in the SEC**  
16 **filings, were there other reasons why Deeproot Tech**  
17 **was not able to launch in 20 -- or was not able to**  
18 **keep going in 2021?**

19 A. In my opinion, no. I think if we -- we get  
20 those games out the door, that's -- this takes off.

21 **Q. And why were you not able to get the games**  
22 **out the door?**

23 A. Well, end of the day, we were shut down.

24 **Q. Okay.**

25 A. So --

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION

SECURITIES AND EXCHANGE )  
COMMISSION, )

Plaintiff, )

-against- )

ROBERT J. MUELLER, )  
DEEPROOT FUNDS, LLC )  
(a/k/a dprt Funds, )  
LLC), AND POLICY )  
SERVICES, INC., )

Defendants. )

-and- )

CIVIL ACTION NO.  
5:21-cv-785-XR

DEEPROOT TECH LLC, )  
DEEPROOT PINBALL LLC, )  
DEEPROOT STUDIOS LLC, )  
DEEPROOT SPORTS & )  
ENTERTAINMENT LLC, )  
DEEPROOT RE 12621 )  
SILICON DR LLC, AND )  
ROBERT J. MUELLER, )  
JEFFREY L. MUELLER, AND )  
BELINDA G. BREEN, AS )  
CO-TRUSTEES OF THE MB )  
HALE OHANA REVOCABLE )  
TRUST, )

Relief Defendants. )

THE STATE OF TEXAS :  
COUNTY OF HARRIS :

I, HEATHER L. GARZA, a Certified Shorthand  
Reporter in and for the State of Texas, do hereby  
certify that the facts as stated by me in the caption

1 hereto are true; that the above and foregoing answers  
2 of the witness, CRAIG RUSHFORTH, to the  
3 interrogatories as indicated were made before me by  
4 the said witness after being first remotely duly sworn  
5 to testify the truth, and same were reduced to  
6 typewriting under my direction; that the above and  
7 foregoing deposition as set forth in typewriting is a  
8 full, true, and correct transcript of the proceedings  
9 had at the time of taking of said deposition.

10  
11 I further certify that I am not, in any  
12 capacity, a regular employee of the party in whose  
13 behalf this deposition is taken, nor in the regular  
14 employ of his attorney; and I certify that I am not  
15 interested in the cause, nor of kin or counsel to  
16 either of the parties;

17  
18 That the amount of time used by each party at  
19 the deposition is as follows:

20 MR. HULINGS - 02:56:00

21 MR. DIVINE - 01:18:53

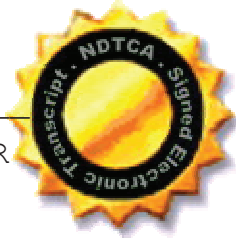
22 GIVEN UNDER MY HAND AND SEAL OF OFFICE, on  
23 this, the 17TH day of JULY, 2023.  
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HEATHER L. GARZA, CSR, RPR, CRR

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Expiration Date: 04-30-24



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